



Provision of Custody Services 6 months ending December 2019

The purpose of this document is to provide current and potential users of James Brearley's custody services with information on how successful we have been in meeting the FCA's regulatory requirements over this period. In conjunction with this document, you may also want to refer to those of our service standards which relate to the provision of our online services.

The FCA's Principle 10 requires a firm to arrange adequate protection for clients' assets. The FCA set out detailed rules explaining how this is to be done in their Client Asset custody rules (CASS 6) and Client Asset money rules (CASS 7). James Brearley has analysed the FCA's rules and put these into day to day practice as part of its responsibilities for safeguarding its clients' investments and cash. The information below is not everything that we do to comply with the rules but describes the most important features.

Regulatory Permissions

Over the reporting period, James Brearley has held the following regulatory permissions, fundamental in the provision of providing its custody services:-

- Safeguarding and administration of assets (without arranging)
- Client Money
- Safeguarding and administration of assets (arranging)

Client Money

The client money rules (CASS 7) apply to a firm that receives or holds client money, in whatever form. A firm must introduce adequate organisational arrangements to minimise the risk of the loss of client money or of rights in connection with client money, as a result of misuse of client money, fraud, poor administration inadequate record keeping or negligence. James Brearley therefore maintains the following arrangements.

Keeping Client Money Separate from the Firm's Own Money

Under the CASS rules, James Brearley keeps client money in trust for the benefit of the client. James Brearley always keeps all client money separate from that of James Brearley's own money (the 'normal approach' to segregation of client money, as defined by the FCA). Client money is received into one of several banks and there it is pooled with the money of other clients in a designated client money bank account. James Brearley obtains letters from each bank, in the form prescribed by the FCA, to acknowledge that the money in each client bank account is clients' money, with James Brearley acting as trustee.

James Brearley assesses each bank to make sure it is suitable before placing client money with it and then annually thereafter. James Brearley also monitor each banks' performance, credit worthiness and reputation on a monthly basis.



Over the reporting period, there were no instances where client money was held in a James Brearley firm's bank account. No new client bank accounts were opened in respect of the general client money pool, as such these totalled 10 as shown below. We have opened 2 additional "transaction" or "term-related" accounts over the period, these now totalling 28 in number. As at 31st December 2019, no acknowledgement letters were outstanding nor was there any outstanding due diligence work.

Client Money Account Breakdown 31st December, 2019

Bank	Number	Bank/Institution	Number
Santander	1	AJ Bell	6
Royal Bank of Scotland	4	Euroclear Crest	1
Handelsbanken	1	European Bank (Euroclear)	1
Yorkshire Bank	2	Wyelands	1
MUFG	1	Goldman Sachs	2
Al Rayan Bank	<u>1</u>	Royal Bank of Canada	<u>17</u>
Total	10	Total	28

Client Money at the Firm's Banks

The firm has written policies governing;

- The proportion of client money that is kept on term deposits as opposed to immediate access, and the length of the term, complying with the CASS rules on 'unbreakable' deposits.
- The proportion of client money kept at any one bank to avoid an over-reliance on any single institution. The firm typically divides client money between five or six banks at any one time.

Over the reporting period the firm's general client money pool was spread across five different banks, being in five instant access accounts and one 30-day notice account. These were all maintained in line with the firm's bank segregation policy in that the maximum exposure to any single institution did not exceed 50% nor did the 30-day term exceed 45%. A separate client money pool is held with Al Rayan Bank.

Making Sure Client Money Records and Cash Resources are Correct

James Brearley records all clients' money so that the amount of client money due to each client can be determined at any time. The firm makes sure it has enough money to repay all client money at any point in time. It does this by reconciling each day the individual client money records to the amount of client money held in total. The reconciliation process, undertaken daily, is twofold:

The Internal Client Money Reconciliation. This reconciliation is designed to make sure that the total of client entitlements to money when added together is equal to the total client money James Brearley is holding on its clients' behalf. James Brearley uses the Individual Client Balance method (as defined by FCA) to calculate of the client money requirement as at the close of business for each business day.



The External Client Money Reconciliation (as defined by FCA), which is designed to make sure the amount of money being held on behalf of clients at the firm's banks is equal to the firm's client money requirement.

Over the reporting period, the daily undertaken Internal Client Money and External Client Money Reconciliations were satisfied each day to the penny.

Dealing with discrepancies in these reconciliations as they are identified is fundamental to spotting problems quickly. The firm will use its own money to cover any shortfalls in client money, that might become apparent when undertaking these reconciliations.

Over the reporting period, whenever we identified a shortfall in the client money requirement, possibly as a result of a settlement related issue or for account debtors, appropriate firm's money was transferred to the client money account to meet this.

Receipts and payments

Client money is generally received electronically and directly into one of the firm's client money bank accounts established for the purpose. Money received before 3.45pm each day is credited to the account of the client to which it relates on the same business day as it is received. Money received after 3.45pm is credited the next business day. Client entitlements received in relation to distributions of dividends and interest, and corporate actions, are allocated to clients' accounts as they are received.

We treat all money we cannot identify immediately as if it was client money. All such 'unallocated' client money is included in the client money requirement calculations contained within the Internal Client Money Reconciliation. Money which cannot be identified is sent back to the bank.

Similarly, payments are made directly from the client money bank accounts to the client's bank or building society account. Client money is paid to clients by electronic bank transfer, by BACS or CHAPS.

During the reporting period there were 4 instances where client money was allocated to the wrong account and 1 instance where client entitlements arising from distributions were not allocated within the 10 day regulatory set time frame (day 1 being deemed as the point of receiving the distribution or its sterling equivalent).

Client transaction accounts

Client money in respect of purchases or sales may be held in a 'client transaction account' with an intermediate broker, typically where that broker has access to security markets which James Brearley does not. The firm treats money in client transaction accounts as client money and applies all the protections to such client money as if the money were held by a bank appointed by James Brearley (see the table on page 2 for a full breakdown).



Client Assets

The CASS 6 – custody rules - are designed primarily to restrict the intermingling of client and the firm’s assets and minimise the risk of the client’s assets being used by the firm without the client’s agreement or contrary to the client’s wishes. The CASS 6 rules also prevent client assets from being treated as the firm’s assets in the event of insolvency.

How Custody of Assets is Undertaken

The firm records custody assets on behalf of clients within its pooled nominee structure or ‘safe custody’. In a nominee arrangement the assets remain the property of the client.

Over the reporting period we have held the majority of client assets in James Brearley Crest Nominees Limited and Walpole St Andrew Nominees Limited. A limited number of stocks have been held in either our Euroclear account or the global custodian services provided via AJ Bell Securities:-

	£(m)	%	Lines
Crest-	577.1	27.3	2220
Residual-	49.0	2.3	168
AJ Bell -	0.0	0.0	8
Funds-	1402.9	66.5	1942
Euroclear	81.8	3.9	85
Total	2,110.8	100.0	4,423

Making Sure we have the Correct Assets

An internal custody record check as defined by the FCA is carried out daily. This is undertaken using the internal custody reconciliation method as defined by the FCA. This compares the aggregate of stock held in the firm’s nominee companies with the totals in each client portfolio. Any discrepancies are investigated each day and resolved on a timely basis.

Over the period under review there were 3 instances where an identified discrepancy was not resolved within 25 business days, being the firm’s “timely basis” definition.

Reconciliations of custody asset positions are carried out each month to third party statements, Crest positions, custodian statements, physical certificates and any other external party records that are the most appropriate and reliable for reconciliation purposes (the external custody reconciliation as defined by the FCA). Physical assets are reconciled using the Total Count Method, as defined by the FCA. All physical certificates held are verified with the registrar on a 6-monthly basis. Any discrepancies arising from the performance of reconciliations are then resolved as quickly as reasonably possible, where any items carried forward by more than a month from when they are identified are reported to the Board.

All reconciliation requirements were met over the period. There were a total of 46 instances where our holdings records had to be corrected.



If James Brearley identifies a shortfall in the assets that should be held on behalf of clients, the firm will make up the shortfall by purchasing the equivalent number of shares or units in the investment instrument. If this is not possible the firm will place cash to an equivalent value into the client money requirement until such time as the shortfall is resolved.

There were no instances over the period where the firm failed to allocate firm money to the client money pool to cover any identified stock shortfalls.

Client Assets Held by Someone Else

Any custodians used by the firm will have due diligence undertaken prior to the commencement of a custodian arrangement and thereafter at least on an annual basis.

Physical assets

In addition to residual stocks registered in the name of Walpole St Andrew Nominees Limited, the firm accepts share certificates from time to time, pending transfer into the firm's nominee service or pending the imminent placing of a sale instruction. These certificates are afforded the same protection as any other client asset.

Confirmation Concerning Other Possible Uses/Procedures Concerning Custody of Client Assets

The firm does not operate any stock lending processes, securities financing transactions, hold or trade any bearer stocks, operate right to use agreements and has no affiliated companies as clients, nor operate a Delivery Versus Payment (DVP) exemption as all applicable assets are deemed covered by CASS.

Other aspects applicable to both client money and assets

Financial Strength

The regulator prescribes a certain level of capital that needs to be held by investment firms. James Brearley always holds several times more capital than it is required to by the FCA's rules, with net cash of £5.2 million (as at 31st December, 2019).

CASS Related Regulatory Returns

The firm ensures that all external reporting requirements to the FCA or otherwise are met completely and accurately and within the prescribed deadlines applicable. In the case of CASS this is in the form of the Client Money and Assets Return (CMAR) which needs to be submitted on a monthly basis.

Over the reporting period the firm filed a CMAR report each month on a timely basis.



External Auditor

In observance of the rules in CASS the firm arranges for an external auditor to undertake an annual assessment of the firm's compliance with the CASS rules. James Brearley's assessment is undertaken by one of the UK's largest accountancy firms.

The CASS Audit Report was submitted to the FCA in August. The only specific issues that this raised which had not already been notified to the FCA, over and above standard operational issues relating to the timely and accurate postings of client entitlements, was that we had not undertaken due diligence on those institutions issuing structured deposits and term deposits nor validated the signature on the acknowledgement letter that they returned. The latter was satisfied during the Audit processing period and so was reported as a Closed item, whereas the due diligence work has subsequently been undertaken. Procedures have been updated to attempt to avoid these issues occurring again.

Resolution Pack

The firm maintains a Resolution Pack, which is a collection of records and documentation describing how the firm holds client money and assets. The purpose of creating and maintaining a Resolution Pack (as required by CASS 10) is to provide a readily available tool to assist any Insolvency Practitioner in locating and returning client money and assets quickly.

Unclaimed Client Money and Assets

Unclaimed client money and assets occur when we have been unable to contact a client for a number of years. We may then pay or gift the money or asset to charity, observing the guidance of the FCA. We would repay the amount given to charity to any client who subsequently contacted the firm.

CASS Related FCA Notifications

It is the firm's responsibility to inform the FCA promptly of any issues that we may reasonably expect them to be interested in, over and above certain CASS related rules which if breached must be immediately notified to the FCA.

During the reporting period no CASS related items were reported to the FCA.

24th January, 2020.